
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

American States Water Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

AMERICAN STATES WATER COMPANY

2024 Annual Meeting
Vote by May 20, 2024 11:59 PM ET. For shares held in a
401(k) Plan, vote by May 16, 2024 11:59 PM ET.

AMERICAN STATES WATER COMPANY
430 EAST Foothill Boulevard
San Dimas, CA 91773



V43933-POS987

You invested in AMERICAN STATES WATER COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 21, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 7, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxymaterial.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 21, 2024
11:00 AM PT

Virtually at:

www.virtualshareholdermeeting.com/AWR2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class I Directors Nominees: 01) Mr. Steven D. Davis 02) Ms. Anne M. Holloway 03) Ms. Caroline A. Winn	<input checked="" type="checkbox"/> For
2. Advisory vote to approve the compensation of our named executive officers.	<input checked="" type="checkbox"/> For
3. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm.	<input checked="" type="checkbox"/> For
NOTE: To transact any other business which may properly come before the 2024 annual meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".